

MOLINA HEALTHCARE, INC.
AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee's purposes shall include, but not be limited to:

- Assisting with the Board of Directors' oversight of among other things:
 - the integrity of the Company's financial statements;
 - the Company's compliance with legal and regulatory requirements;
 - the Company's independent auditor's qualifications and independence;
 - enterprise risk management;
 - privacy, data security, and cybersecurity matters;
 - the performance of the Company's internal auditor (which term throughout this Charter shall include any outsourcing of the internal audit function).
- Maintaining, through regularly scheduled meetings, a line of communication between the Board of Directors and the Company's management, internal auditor, and independent auditor.
- Preparing the report of the Audit Committee to be included in the Company's annual proxy statement as required by the rules and regulations of the Securities and Exchange Commission (the "SEC").
- Evaluating the annual performance of the Audit Committee.

COMPOSITION AND QUALIFICATIONS

The Audit Committee shall be comprised of three or more Directors (as determined from time to time by the Board), each of whom shall meet the independence requirements of the New York Stock Exchange, Inc., the SEC, the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), and other applicable laws. Each member of the Audit Committee shall be financially literate, as such qualification is interpreted by the Board of Directors in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. In addition, at least one member of the Audit Committee shall have accounting or related financial management expertise, as each such qualification is interpreted by the Board of Directors in its business judgment, and at least one member shall be a "audit committee financial expert" as such term is defined by the SEC. No Director that simultaneously serves on the audit committee of more than three public companies may serve on the Audit Committee unless the Board determines that such simultaneous service would not impair the ability of such Director to

serve on the Audit Committee. Members of the Audit Committee shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee. The Board of Directors shall designate one of the members of the Audit Committee as its chairperson (the “Committee Chairperson”). The Board of Directors may, by majority vote, remove members of the Audit Committee.

RESPONSIBILITIES AND DUTIES

The Audit Committee’s responsibilities and duties include, but are not limited to:

1. Review the annual audited financial statements with management and the independent auditor. In connection with such review, the Audit Committee will:
 - Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards 1301 relating to the conduct of the audit.
 - Review changes in accounting or auditing policies, including resolution of any significant reporting or accounting issues affecting the accuracy or completeness of the financial statements.
 - Inquire as to the existence and substance of any significant accounting accruals, reserves or estimates made by management that had or may have a material impact on the financial statements.
 - Review and discuss with the independent auditor and management (a) any problems or difficulties, including difficulties encountered by the independent auditor during their audit work (such as restrictions on the scope of services or their to information), (b) any significant disagreements with management, and (c) management’s response to these problems, difficulties or disagreements; and attempt to resolve any disagreement between the independent auditor and management.
 - Review with the independent auditor and the internal auditor the adequacy of the Company’s internal financial and accounting controls and any significant findings and recommendations.
 - Review all reports required to be submitted by the independent auditor concerning (a) all critical accounting policies and practices used, (b) all alternative treatments of financial information within GAAP that have been discussed with management and the ramifications of such alternatives and the accounting treatment preferred by the independent auditor, and (c) any other material written communications between the independent auditor and management, including all written communications of accounting or reporting deficiencies and management’s response to any such communications.
 - Review (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection of application of accounting principles, and major issues as to the adequacy of the

Company's internal controls and any special audit steps adopted in light of material control deficiencies, (b) analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company, and (c) earnings press releases, paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information.

- Oversee the structure, operation, and efficacy of the programs and practices of the Company designed to promote compliance with applicable laws and regulations, including those that apply to federal and state health care programs.
2. Discuss with management and the independent auditor the Company's annual audited financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" (MD&A), prior to the filing of, and recommend to the Board whether the audited financial statements should be included in, the Company's Form 10-K.
 3. Discuss with management and the independent auditor the Company's quarterly financial statements, including disclosures made in MD&A and the results of the independent auditor's review of the quarterly financial statements, prior to the filing of the Company's Form 10-Q.
 4. Discuss the Company's earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies. This may be done generally by discussing the types of information to be disclosed and the type of presentation to be made. The Audit Committee need not discuss in advance each earnings release or each instance in which the Company provides earnings guidance.
 5. Oversee the external audit coverage. The Company's independent auditor reports to the Audit Committee, which has the sole authority and responsibility to select, evaluate, and where appropriate, replace the independent auditor. In connection with its oversight of the external audit coverage, the Audit Committee will:
 - Have the sole authority to appoint and replace the independent auditor.
 - Have the sole authority to approve the engagement letter with, and the fees to be paid to, the independent auditor.
 - Pre-approve all non-audit services to be performed by the independent auditor and the related fees for such services (subject to the limited exceptions set forth in the Sarbanes-Oxley Act). The Committee delegates preapproval authority to the Committee Chairperson. The decisions of the Committee Chairperson with regard to fee preapprovals must be presented to the full Committee at its next scheduled meeting.

- Obtain confirmation and assurance as to the independence of the independent auditor, including ensuring that they submit on a periodic basis (not less than annually) to the Audit Committee a formal written statement delineating all relationships between such independent auditor and the Company. The Audit Committee is responsible for actively engaging in a dialogue with the independent auditor regarding any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for taking appropriate action in response to the independent auditor's report to satisfy itself of their independence.
 - At least annually, obtain and review a report by the independent auditor describing (a) the firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with any such issues and (c) all relationships between the independent auditor and the Company.
 - Meet with the independent auditor prior to the annual audit to discuss planning and staffing of the audit.
 - Review and evaluate the performance of the independent auditor, including an evaluation of the lead audit partner, as the basis for a decision to reappoint or replace the independent auditor.
 - Assure regular rotation of the lead audit partner, as required by the Sarbanes-Oxley Act, and consider whether rotation of the independent auditor is required to ensure independence.
6. Oversee activities related to cybersecurity risks.
7. Review and discuss with management:
- The Company's privacy, data security exposures, and cybersecurity risks.
 - The potential impact of those exposures on the Company's business, operations and reputation.
 - The steps the Company's management has taken to monitor and mitigate such exposures.
 - The Company's information governance policies and programs.
 - Major legislative and regulatory developments that could materially impact the Company's exposure regarding privacy, data security risk, and cybersecurity.

The Audit Committee shall regularly report to the Board of Directors the substance of such reviews and discussions and, as necessary, recommend to the Board of Directors such actions as the Audit Committee deems appropriate.

8. Oversee internal audit coverage. In connection with its oversight responsibilities, the Audit Committee will:
 - Review the appointment or replacement of the internal auditor.
 - Review (in consultation with management, the independent auditor, and the internal auditor) the plan, scope, and cost of internal audit activities.
 - Review significant reports to management prepared by the internal auditor and management's responses to such reports.
9. Serve as the audit committee of each of the Company's licensed health plan subsidiaries as permitted by applicable state law, and issue reports of such audit committee to be included in statutory financial filings.
10. Establish procedures for (i) receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
11. Discuss policies with respect to risk assessment and risk management.
12. Meet periodically with management to review and assess the Company's major financial risk exposures and the manner in which such risks are being monitored and controlled.
13. Set clear hiring policies for employees or former employees of the independent auditor.
14. Meet periodically (and not less than annually) in separate executive session with each of the chief financial officer, the internal auditor, and the independent auditor.
15. In consultation with the Corporate Governance and Nominating Committee of the Board of Directors, make disclosure decisions regarding all related-party transactions as defined in SEC Regulation S-K, Item 404.
16. Keep the Company's independent auditor informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the
17. Company's independent auditor the auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

18. Review periodically with the Company's Chief Legal Officer, Chief Compliance Officer, and Medicare Compliance Officer, as appropriate, each having the express authority to communicate directly with the Audit Committee as necessary, (a) legal and regulatory matters which may have a material effect on the financial statements of the Company, (b) the Company's compliance program, including the material issues identified, investigated, and resolved by the compliance program, and (c) the Company's corporate compliance and ethics policies, including its Code of Business Conduct and Ethics.
19. Report regularly to the Board of Directors with respect to Audit Committee activities.
20. Prepare the report of the Audit Committee required by the rules and regulations of the SEC to be included in the proxy statement for each annual meeting.
21. Review and reassess annually the adequacy of this Audit Committee Charter and recommend any proposed changes to the Board of Directors.
22. Participate in an annual evaluation of the performance of the Audit Committee as directed by the Corporate Governance and Nominating Committee.
23. Have authority to form, and where legally permissible may delegate authority to, a subcommittee of the Audit Committee.
24. Have such other duties as may be delegated from time to time by the Board of Directors.

MEETINGS

The Audit Committee shall meet at least quarterly or more frequently if circumstances dictate. A majority of the Directors then serving on the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum for transaction of business by the Committee so long as one of the members present is an "audit committee financial expert." A majority of the members present at a meeting at which quorum is present shall decide any question brought before the Audit Committee. At the discretion of the Audit Committee, the non-voting management liaison to the Audit Committee designated by the Board of Directors shall attend Audit Committee meetings.

OUTSIDE ADVISERS

The Audit Committee, in its sole discretion, shall have the authority to retain or obtain the advice of one or more consultants, independent legal counsel or other advisers. The Audit Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of any such advisers retained by the Audit Committee. In addition, the Company shall provide appropriate funding, as determined by the Audit Committee, for the payment of reasonable compensation to such consultants, independent legal counsel, and other advisers retained by the Audit Committee.

The Audit Committee's responsibilities and powers as delegated by the Board of Directors are set forth in this Charter. The Audit Committee relies to a significant extent on information and advice provided by management and independent advisors. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor.